

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS
WESTERN SECTION

STEVE SACHS, Derivatively On Behalf of
WAVE SYSTEMS CORP.,

Plaintiff,

vs.

STEVEN SPRAGUE, GERARD T. FEENEY,
JOHN E. BAGALAY, JR., NOLAN
BUSHNELL, GEORGE GILDER AND
JOHN E. MCCONNAUGHY, JR.,

Defendants,

- and -

WAVE SYSTEMS CORP., a Delaware
corporation,

Nominal Defendant.

JEFF SWANSON, On Behalf of Nominal
Defendant, Wave Systems, Corp.

Plaintiff,

v.

STEVEN SPRAGUE, GERARD T. FEENEY,
JOHN E. BAGALAY, JR., NOLAN
BUSHNELL, GEORGE GILDER, and JOHN
E. MCCONNAUGHY, JR.,

Defendants,

v.

WAVE SYSTEMS CORP.,

Nominal Defendant.

CHARLENE HARVEY, Derivatively On
Behalf of WAVE SYSTEMS CORP.,

Plaintiff,

Civil Action No. 04-30032-MAP

Civil Action No. 04-30038-KPN
Civil Action No. 04-30044-MAP

vs.
STEVEN SPRAGUE, GERARD T. FEENEY,
JOHN E. BAGALAY, JR., NOLAN
BUSHNELL, GEORGE GILDER AND
JOHN E. MCCONNAUGHY, JR.,
Defendants,
- and -
WAVE SYSTEMS CORP., a Delaware
corporation,
Nominal Defendant.


**PLAINTIFF SACHS AND HARVEY'S MOTION TO CONSOLIDATE CASES AND
APPOINT CO-LEAD AND LIAISON COUNSEL**

Plaintiffs, Steve Sachs and Charlene Harvey, will and hereby do move the Court to consolidate *Sachs v. Sprague, et al.*; *Swanson v. Sprague, et al.*; *Harvey v. Sprague, et al.*; and all other related Wave Systems Corp. shareholder derivative actions subsequently filed in this Court, and appoint Robbins Umeda & Fink, LLP and Law Offices of Alfred G. Yates, Jr. as Co-Lead Counsel and Robinson Donovan, P.C. as Liaison Counsel for these actions.

This motion is based on the Memorandum of Points and Authorities in support thereof, the Declaration of Jeffrey P. Fink, any arguments made before the Court at the hearing of this Motion and all other papers and pleadings on file in this action.

DATED: 3/18, 2004

THE PLAINTIFFS
STEVE SACHS AND CHARLENE HARVEY,
Derivatively on behalf of
WAVE SYSTEMS CORP.

By: 
KEITH A. MINOFF
ROBINSON DONOVAN, P.C.
1500 Main Street, Suite 1600
Springfield, MA 01115
Telephone: 413/732-2301
Facsimile: 413/785-4658
BBO No. 551536

[Proposed] Liaison Counsel for Plaintiffs

BRIAN J. ROBBINS
JEFFREY P. FINK
ROBBINS UMEDA & FINK, LLP
1010 Second Ave., Suite 2360
San Diego, CA 92101
Telephone: 619/525-3990
Facsimile: 619/525-3991

ALFRED G. YATES, JR.
LAW OFFICES OF ALFRED G. YATES, JR.
519 Allegheny Building
429 Forbes Avenue
Pittsburgh, PA 15219 Telephone: 800/391-5164
Facsimile: 412/471-1033

[Proposed] Co-Lead Counsel for Plaintiffs

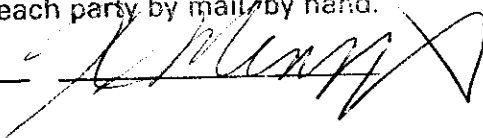
FARUQI & FARUQI, LLP
NADEEM FARUQI
320 East 39th Street
New York, NY 10016
Telephone: 212/983-9330
Facsimile: 212/983-9331

Attorneys for Plaintiff Harvey

CERTIFICATE OF SERVICE

I hereby certify that on this day a true copy of
the above document was served upon the
attorney of record for each party by mail/by hand.

Date: 3/18/04

A handwritten signature in black ink, appearing to be "J. M. [unclear]", is written over the date and extends to the right.